

Thunderbird Entertainment Center, Inc. (TEC, Inc.) is a private corporation that was created under the Absentee Shawnee Tribal Corporation Code in 2000. The Incorporator and creator of Thunderbird Entertainment Center, Inc. was Mickey Burke. When it was created Mickey Burke was the sole Board of Director and occupied the positions of President and Secretary. The sole shareholder of the corporation is the Absentee Shawnee Tribe of Indians of Oklahoma.

In 2000, Mickey Burke established TEC, Inc. with the initial purpose of obtaining a liquor license with the Oklahoma Alcoholic Beverage Laws Enforcement Commission, like most corporations, the certificate of incorporation included the stipulation that TEC, Inc. could engage in any lawful business. TEC, Inc. entered into a management agreement with the Absentee Shawnee Tribe to operate the Jockey Club within Thunderbird Casino.

In 2008, the TEC, Inc. Board of Directors was expanded. Additionally, a management agreement to operate all casinos belonging to the Absentee Shawnee Tribe was signed between the Tribe and TEC, Inc. Originally, it was the intent of the Executive Committee to have Executive Committee members on the Board of Director to ensure proper set-up of the corporation's Board of Directors and to establish rules and regulations. It was and still continues to be the intent of the Executive Committee to replace and limit Executive Committee members and replace them with business professionals once the corporation was established.

The Executive Committee sitting as the Shareholders' Representative elects the Board of Directors of Thunderbird Entertainment Center, Inc. Currently, there are five members of the Board of Directors who hold one-year terms. The current members of the Board of Directors are Scott Miller; Troy Little Axe, Jr.; Briana Ponkilla; Alecia Onzahwah; and Michelle Lopez. The members of the Board of Directors are not paid for their services. The Executive Committee has the ability to elect the members of the Board of Directors in June of each year and may select whomever they want to serve while maintaining the integrity of the corporation.

The day to day operations of Thunderbird Casino were delegated to the General Managers. The General Managers report to the Board of Directors, however, monthly financial reports are sent to Treasurer Anita Chisholm, Controller Belinda Collins, the Absentee Shawnee Tax Commission, the Tax Administrator Les Cusher and the Absentee Shawnee Gaming Commission. The corporate documents are held by the Corporations Secretary, while the Tribal Secretary's Office maintains the incorporation documents.

The Thunderbird Entertainment Center, Inc. Board of Directors meets once a month at Thunderbird Casino and the Executive Committee is invited to attend each meeting as well. The Executive Committee and the TEC, Inc. Board have had several joint meetings over the last year. In fact, on April 15, 2010, the Executive Committee and the TEC, Inc. Board of Directors met jointly.

It has come to the attention of the Executive Committee that there are tribal citizens who believe that TEC, Inc. should be dissolved. While it is a possibility, the Executive Committee believes that tribal citizens should all be knowledgeable about the reasons that TEC, Inc. was created as well as the pros and cons of dissolving the corporation, prior to that action being taken.

Pros for dissolving Thunderbird Entertainment Center, Inc.:

- By dissolving the TEC, Inc., the Executive Committee would have more control over the operations of Thunderbird Casino if the Executive Committee retained oversight of gaming.
- Gaming could be consolidated with all economic development under the Absentee Shawnee Economic Development Authority, Inc.

Cons:

- While TEC, Inc. may have been created for the purpose of obtaining a liquor license, the real purpose of the corporation has been to provide increased protection of the Tribe from liability. Currently, the Oklahoma Supreme Court has ruled corporations, businesses and Tribe's who hold liquor licenses have subjected themselves to the authority and jurisdiction of the State of Oklahoma in regards to liquor related torts. Having TEC, Inc. limits the assets that a defendant may seek to obtain in a tort lawsuit. **If TEC, Inc. were dissolved, the assets of the Tribe would be at risk in tort claim cases.**
- Currently, all contracts with vendors and businesses are contracted with Thunderbird Entertainment Center, Inc. Again, the reason for this is to separate the Tribe from the business and limit the Tribe's liability in the event of a contract dispute. If the corporation were dissolved, these contracts would have to be renegotiated or assumed by the Tribe. This would negatively affect revenue and profit as it would appear to vendors that Thunderbird Casino is not stable and vendors may renegotiate at less favorable terms.
- Currently, the liquor license is held by Thunderbird Entertainment Center, Inc. If the Corporation is dissolved prior to another entity obtaining a liquor license for Thunderbird Casino, it could directly impact gross revenues as some gamblers may choose to gamble at a different casino that serves alcohol. This would negatively affect revenue and profit. Obtaining a new liquor license could be a lengthy process as there are requirements that must be fulfilled prior to the liquor license being approved.
- Gaming could be consolidated with all economic development under the Absentee Shawnee Economic Development Authority, Inc. This idea was suggested when ASEDA, Inc. was created, however at this time, it does not appear that the ASEDA Board is in a position to oversee the Tribe's biggest asset.
- Dissolving the TEC, Inc. Corporation is a lengthy process that will require action by the Tribal Court to ensure that all business obligations and debts are properly handled. If the Tribe were to assume oversight of gaming and Thunderbird Casino, it is possible the Court would want the Tribe to assume any debts of Thunderbird Casino, too.
- Additionally, the National Indian Gaming Commission may have concerns with the Tribe having management oversight of gaming as well as oversight over the regulatory authority, the Absentee Shawnee Tribal Gaming Commission.

At the April, 2010 General Council Meeting, a motion was made to direct the Executive Committee to dissolve Thunderbird Entertainment Center, Inc. and a vote was held. The vote was 46 in favor of dissolving; 35 opposed to dissolving; and 2 spoiled ballots. While General Council voted to dissolve Thunderbird Entertainment Center, Inc., that vote did not have any authority and can only be considered a political request. Upon examining the corporate code, only a unanimous vote of the shareholders (every member of the Tribe), a court order, or a majority of the Board of Directors and majority of the shareholders may dissolve the corporation. Even with a vote approving dissolution by a majority of the Board of Directors and shareholders,

a court order dissolving the corporation would more than likely be necessary. The Executive Committee cannot unilaterally dissolve the corporation.